

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

RANDALL'S ISLAND FAMILY GOLF CENTERS,
INC., et al.,

Debtors.

Chapter 11
Case Nos. 00 B 41065 (SMB)
through 00 B 41196 (SMB)
(Jointly Administered)

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AFFIDAVIT OF DAVID C. GROW, AS
PROPOSED PROFESSIONAL PURSUANT TO
ORDER AUTHORIZING DEBTORS-IN-
POSSESSION TO EMPLOY PROFESSIONALS
UTILIZED IN THE ORDINARY COURSE OF
BUSINESS

STATE OF NEW YORK)
) ss:
COUNTY OF ONEIDA)

DAVID C. GROW, being duly sworn, deposes and says:

1. I am an attorney licensed to practice law and in good standing in the Courts of the State of New York and in the United States Courts of the Northern District of New York. I am a partner in the law firm of McMahon, Grow & Getty, which maintains an office for the practice of law at 301 North Washington Street, Rome, New York 13440 (the "Firm.")

2. I submit this Affidavit (the "Affidavit") in connection with the Order (the "Order") entered by the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") on May 4, 2000, authorizing the above-captioned Debtors and Debtors-in-Possession (collectively, the "Debtors") to employ and retain professionals utilized in the ordinary course of business pursuant to Sections 105(a), 327 and 328 of Title 11 of the United States Code (the "Bankruptcy Code.")

3. The Debtors have requested that the Firm provide real estate and related legal services to the Debtors, and the Firm has consented to provide such services. The Firm is listed as an Ordinary Course Professional on a memorandum dated July 11, 2000, filed pursuant to those on the Designated Service List, a procedure authorized under the Order. The Firm is advised that no objections have been filed and that the List is approved.

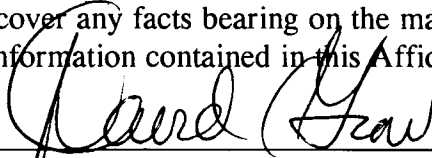
4. The Firm may have provided services in the past and may provide services in the future, in matters unrelated to these Chapter 11 cases, for persons that are parties-in-interest in the Debtors' Chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be employed by the Debtors, Claimants, and parties-in-interest in these Chapter 11 cases. The Firm does not perform services for such persons in connection with these Chapter 11 cases, or have any relationship with any person, their attorneys or accountants that would be adverse to the Debtors or their estates.

5. Neither I nor any principal of or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

6. Neither I nor any principal of or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

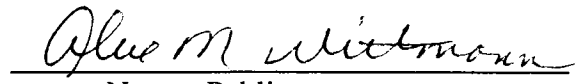
7. As set forth in the retention questionnaire (the "Retention Questionnaire") annexed hereto and separately provided to the office of the United States Trustee, the Debtors owe the Firm \$15,411.00 for professional services rendered and expenses incurred prior to the filing of the Petition.

8. The Firm will continue to conduct further inquiries regarding its retention by the creditors of the Debtors and upon conclusion of those inquiries, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.



David C. Grow

Sworn to before me this 1st
day of August, 2000.



Notary Public

ALICE M. WITTMANN
NOTARY PUBLIC IN THE STATE OF NEW YORK
ONEIDA COUNTY, NY
COMMISSION EXPIRES APRIL 30, 2002

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY THE ABOVE-CAPTIONED
DEBTORS AND DEBTORS-IN-POSSESSION (THE "DEBTORS")

1. Name and address of firm:

McMAHON, GROW & GETTY
301 North Washington Street
P. O. Box 4350
Rome, NY 13440

2. Date of retention: May 4, 2000

3. Type of services provided (accounting, legal, etc.):

Legal services related to the operation, sale, lease of various properties owned
by Debtors and located in Upstate New York (Queensbury, New Hartford,
Syracuse, Rochester, Buffalo.)

4. Brief description of services to be provided:

Closing of real estate sales in Queensbury, New York (Hiland Park), advice,
counsel and document preparation in connection with New Hartford, Syracuse,
Buffalo, Rochester and Queensbury sites.

5. Arrangements for compensation (hourly, contingent, etc.): hourly

(A) Average hourly rate: \$175.00

(B) Estimated average monthly compensation based on
pre-petition retention (if firm was employed
pre-petition) \$2,000.00

6. Pre-petition claims against any of the Debtors held by the firm:

Claim No. 1:

Amount of Claim: \$9,776.00

Date Claim arose: May 3, 2000

Source of Claim: Representation of Family Golf Centers, Inc. in sale of one (1) lot to Monahan and 28 lots to The Michaels Group LLC for total sale price of \$620,894.37, which was deposited in Family Golf Centers, Inc. account at Queensbury, New York on May 3, 2000. Claim was to be paid the next day - fee approved prior to closing at \$10,000.

Claim No. 2:

Amount of Claim: \$5,635.00

Date Claim arose: July 3, 2000

Source of Claim: Defense of three (3) claims for damage to vehicles parked in lot adjacent to New Hartford site. Trial held in Utica, New York, verdict in favor of claimants, appeal authorized and decision received in June 2000 reversing lower court judgment. Decision and Order filed and no further appeal taken by Plaintiffs. Fee to be charged at \$150.00 per hour if appeal successful, \$100 per hour if not.

7. Pre-petitioner claims against any of the Debtors held individually: NONE
8. Stock of any of the Debtors currently held by the firm: NONE
9. Stock of any of the Debtors currently held individually by any member, associate, or professional employee of the firm: NONE
10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed: NONE